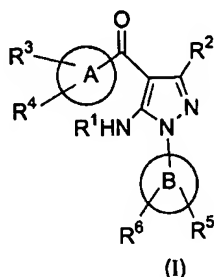


Amendments To The Claims

E1 1. (Amended herein) A compound selected from the group of compounds represented by Formula (I):



wherein:

R¹ is hydrogen or acyl;

R² is hydrogen or alkyl;

A and B are simultaneously an aryl or a heteroaryl ring;

R³ is selected from the group consisting of:

- (a) optionally substituted heterocyclyl;
- (b) optionally substituted aryl or heteraryl;
- (c) heteroalkenyl;
- (d) heteroalkynyl;
- (e) optionally substituted heterocyclalkyl;
- (f) optionally substituted heterocyclalkenyl;
- (g) optionally substituted heterocyclalkynyl;
- (h) optionally substituted heterocyclalkoxy, cyclyloxy or heterocyclloxy;
- (i) optionally substituted heterocyclalkylamino;
- (j) optionally substituted heterocyclalkylcarbonyl;
- (k) -Y-(alkylene)-R⁹ where:
Y is a single bond, -O-, -NH- or -S(O)_n- (where n is an integer from 0 to 2); and

E1
cont'd

R^9 is cyano, optionally substituted heteroaryl, $-\text{COOH}$, $-\text{COR}^{10}$, $-\text{COOR}^{11}$, $-\text{CONR}^{12}\text{R}^{13}$, $-\text{SO}_2\text{R}^{14}$, $-\text{SO}_2\text{NR}^{15}\text{R}^{16}$, $-\text{NHSO}_2\text{R}^{17}$ or $-\text{NHSO}_2\text{NR}^{18}\text{R}^{19}$, where R^{10} is optionally substituted

heterocycle, R^{11} is alkyl, and R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} and R^{19} are, independently of each other, hydrogen, alkyl or heteroalkyl;

- (l) $-\text{C}(=\text{NR}^{20})(\text{NR}^{21}\text{R}^{22})$ where R^{20} , R^{21} and R^{22} independently represent hydrogen, alkyl or hydroxy, or R^{20} and R^{21} together are $-(\text{CH}_2)_n-$ where n is 2 or 3 and R^{22} is hydrogen or alkyl;
- (m) $-\text{NHC}(\text{X})\text{NR}^{23}\text{R}^{24}$ where X is $-\text{O}-$ or $-\text{S}-$, and R^{23} and R^{24} are, independently of each other, hydrogen, alkyl or heteroalkyl;
- (n) $-\text{CONR}^{25}\text{R}^{26}$ where R^{25} and R^{26} independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclalkyl, or R^{25} and R^{26} together with the nitrogen to which they are attached form an optionally substituted heterocycl ring;
- (o) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
- (p) arylaminoalkylene or heteroarylaminoalkylene;
- (q) $\text{Z-alkylene-NR}^{30}\text{R}^{31}$ or $\text{Z-alkylene-OR}^{32}$ where Z is $-\text{O}-$, and R^{30} , R^{31} and R^{32} are independently of each other, hydrogen, alkyl or heteroalkyl, ~~wherein said alkylene and alkyl groups are optionally substituted with one to two groups selected from OH and O(alkyl);~~
- (r) $-\text{OC}(\text{O})\text{-alkylene-CO}_2\text{H}$, $-\text{OC}(\text{O})\text{-NR}'\text{R}''$, ~~or $\text{CO}_2\text{NHR}'$~~ (where R' and R'' are independently hydrogen or alkyl);
- (s) heteroarylalkenylene or heteroarylalkynylene; and
- (t) heteroalkylamino;

R^4 is selected from the group consisting of:

- (a) hydrogen;

- E1
cont'd
- (b) halo;
 - (c) alkyl;
 - (d) alkoxy; and
 - (e) hydroxy;

R⁵ is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) haloalkyl;
- (e) thioalkyl;
- (f) hydroxy;
- (g) amino;
- (h) alkylamino;
- (i) dialkylamino;
- (j) heteroalkyl;
- (k) optionally substituted heterocycle;
- (l) optionally substituted heterocyclalkyl;
- (m) optionally substituted heterocyclalkoxy;
- (n) alkylsulfonyl;
- (o) aminosulfonyl, mono-alkylaminosulfonyl or di-alkylaminosulfonyl;
- (p) heteroalkoxy; and
- (q) carboxy;

R⁶ is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl; and
- (d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

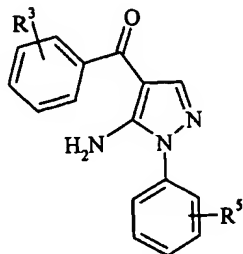
2. (Amended herein) The compound of Claim 1 wherein R³ is:

- ε'
cont'd
- (a) optionally substituted heterocyclyl;
 - (b) aryl or heteroaryl optionally substituted with a substituent selected from halo, alkyl, amino, alkoxy, carboxy, lower alkoxy carbonyl, SO₂R' (where R' is alkyl) or SO₂NHR'R'' (where R' and R'' are independently hydrogen or alkyl);
 - (c) heteroalkenyl;
 - (d) heteroalkylamino;
 - (e) optionally substituted heterocyclylalkyl or heterocycliloxy;
 - (f) optionally substituted heterocyclylalkenyl;
 - (g) optionally substituted heterocyclylalkynyl;
 - (h) optionally substituted heterocyclylalkoxy;
 - (i) optionally substituted heterocyclylalkylamino;
 - (j) optionally substituted heterocyclylalkylcarbonyl;
 - (k) -Y-(alkylene)-R⁹ where Y is a single bond -O- or -NH- and R⁹ is optionally substituted heteroaryl, -CONR¹²R¹³, SO₂R¹⁴, -SO₂NR¹⁵R¹⁶, -NHSO₂R¹⁷ or -NHSO₂NR¹⁸R¹⁹ where R¹², R¹³, R¹⁴, R¹⁵, R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are independently of each other hydrogen, alkyl or heteroalkyl,
 - (l) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
 - (m) arylaminoalkylene or heteroarylaminomalkylene; or
 - (n) Z-alkylene-NR³⁰R³¹ where Z is -O-, and R³⁰ and R³¹ are independently of each other, hydrogen, alkyl or heteroalkyl, ~~wherein said alkylene and alkyl groups are optionally substituted with one to two groups selected from OH and O(alkyl).~~

3. (Original) The compound of Claim 2 wherein R¹ and R² are hydrogen; and B is phenyl.

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4. (Original) The compound of Claim 3 wherein A is phenyl.
 5. (Original) The compound of Claim 4 wherein R^4 is hydrogen; and R^5 is halo or alkyl.
 6. (Original) The compound of Claim 5 wherein R^5 is chloro, fluoro or methyl; and R^6 is hydrogen, chloro, fluoro, methyl or methoxy.
 7. (Original) The compound of Claim 5, wherein R^3 is optionally substituted heteroaryl.
 8. (Original) The compound of Claim 7, wherein R^3 is pyridin-2-yl, pyridin-3-yl, pyridin-4-yl, N-oxidopyridin-2-yl, N-oxidopyridin-3-yl, N-oxidopyridin-4-yl or pyridon-2-yl, all optionally substituted.
 9. (Original) The compound of Claim 8, wherein R^3 is at the 3-position.
 10. (Original) The compound of Claim 9, wherein R^5 is 4-F and R^6 is hydrogen.
 11. (Original) The compound of Claim 9, wherein R^5 is 2-Me and R^6 is hydrogen.
 12. (Original) The compound of Claim 5, wherein R^3 is optionally substituted phenyl.
 13. (Original) The compound of Claim 12, wherein R^3 is 3-sulfamoylphenyl, 3-methylsulfonylphenyl, 3-carboxyphenyl or 3-ethoxycarbonylphenyl
 14. (Original) The compound of Claim 13, wherein R^3 is at the 3-position
 15. (Original) The compound of Claim 14, wherein R^5 is 4-F and R^6 is hydrogen.

16. (Amended herein) A compound selected from the group of compounds represented by the Formula:



wherein:

R^5 is halo or alkyl; and

R^3 is:

- (a) heteroalkylamino;
- (b) optionally substituted heterocyclalkyl;
- (c) optionally substituted heterocyclalkoxy;
- (d) optionally substituted heterocyclalkylamino;
- (e) $-Y-(alkylene)-R^9$ where Y is a single bond, $-O-$ or $-NH-$ and R^9 is optionally substituted heteroaryl, $-CONR^{12}R^{13}$, SO_2R^{14} , $-SO_2NR^{15}R^{16}$, $NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$ where R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl; or
- (f) $Z-alkylene-NR^{30}R^{31}$ where Z is $-O-$, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or heteroalkyl; ~~wherein said alkylene and alkyl groups are optionally substituted with one to two groups selected from OH and O(alkyl); and;~~
- (g) heteroaryl selected from pyridinyl, N-oxidopyridinyl or pyridonyl; or
- (h) substituted phenyl selected from sulfamoylphenyl, methylsulfonylphenyl, carboxyphenyl or ethoxycarbonylphenyl; and

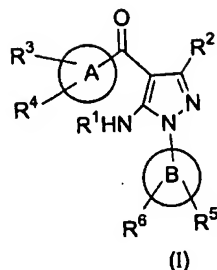
prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

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cont'd
17. (Canceled)
 18. (Canceled)
 19. (Amended herein) The compound of Claim ~~18~~16, wherein R⁵ is 2-F and R⁶ is 4-F.
 20. (Amended herein) The compound of Claim ~~18~~16, wherein R⁵ is 4-F and R⁶ is hydrogen.
 21. (Amended herein) (Original) The compound of Claim ~~18~~16, wherein R⁵ is 2-Me and R⁶ is hydrogen.
 22. (Amended herein) The compound of Claim 16, wherein R³ is ~~heteroalkoxy or~~ heteroalkylamino.
 23. (Previously Amended) The compound of Claim 22, wherein R³ is at the 3-position and is selected from the group consisting of 3-dimethylaminopropoxy, 2-dimethylaminoethoxy, 2-hydroxyethoxy, 2,3-dihydroxypropoxy, 2-dimethylaminoethylamino and 3-dimethylaminopropylamino.
 24. (Original) The compound of Claim 23 wherein R⁵ is 4-F or 2-Me and R⁶ is hydrogen.
 25. (Original) The compound of Claim 16, wherein R³ is optionally substituted heterocyclalkyl, optionally substituted heterocyclalkoxy or optionally substituted heterocyclalkylamino.
 26. (Original) The compound of Claim 25, wherein R³ is at the 3-position and is selected from the group consisting of 3-(morpholin-4-yl)propoxy, 2-(morpholin-4-yl)ethoxy, 2-(2-oxo-pyrrolidin-1-yl)ethoxy, 3-(morpholin-4-yl)propyl, 2-(morpholin-4-yl)ethyl, 4-(morpholin-4-yl)butyl, 3-(morpholin-4-yl)propylamino, 2-(morpholin-4-yl)ethylamino, 4-

hydroxypiperidinylmethyl, 2-(S,S-dioxo-thiamorpholin-4-yl)ethyl, 3-(S,S-dioxo-thiamorpholin-4-yl)propyl and N-methylpiperazinylmethyl.

- E¹
cont'd
27. (Original) The compound of Claim 26 wherein R⁵ is 4-F or 2-Me and R⁶ is hydrogen.
28. (Original) The compound of Claim 16 wherein R³ is -Y-(alkylene)-R⁹ where Y is a single bond, -O- or -NH- and R⁹ is optionally substituted heteroaryl, -CONR¹²R¹³, SO₂R¹⁴, -SO₂NR¹⁵R¹⁶, -NHSO₂R¹⁷ or -NHSO₂NR¹⁸R¹⁹ where R¹², R¹³, R¹⁴, R¹⁵, R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are independently of each other hydrogen, alkyl or heteroalkyl.
29. (Original) The compound of Claim 28, wherein Y is a single bond and R⁹ is SO₂R¹⁴ or -SO₂NR¹⁵R¹⁶.
30. (Original) The compound of Claim 29 wherein R³ is methylsulfonylethyl or sulfamoylethyl.
31. (Original) The compound of Claim 28 wherein R⁵ is 4-F or 2-Me and R⁶ is hydrogen.
32. (Original) A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable excipient.
- 33-38. (Canceled)
39. (New) A compound selected from the group of compounds represented by Formula (I):

E1
cont'd



wherein:

A and B each independently is an aryl or a heteroaryl ring;

R¹ is hydrogen or acyl;

R² is hydrogen or alkyl;

R³ is:

- (a) heteroalkylamino;
- (b) optionally substituted heterocyclalkyl;
- (c) optionally substituted heterocyclalkoxy;
- (d) optionally substituted heterocyclalkylamino;
- (e) -Y-(alkylene)-R⁹ where Y is a single bond, -O- or -NH- and R⁹ is optionally substituted heteroaryl, -CONR¹²R¹³, SO₂R¹⁴, -SO₂NR¹⁵R¹⁶, -NHSO₂R¹⁷ or -NHSO₂NR¹⁸R¹⁹ where R¹², R¹³, R¹⁴, R¹⁵, R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are independently of each other hydrogen, alkyl or heteroalkyl; or
- (f) Z-alkylene-NR³⁰R³¹ where Z is -O-, and R³⁰ and R³¹ are independently of each other, hydrogen, alkyl or heteroalkyl;
- (g) heteroaryl selected from pyridinyl, N-oxidopyridinyl or pyridonyl; or
- (h) substituted phenyl selected from sulfamoylphenyl, methylsulfonylphenyl, carboxyphenyl or ethoxycarbonylphenyl; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

R⁴ is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;

(d) alkoxy; and

(e) hydroxy;

R^5 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) haloalkyl;

(e) thioalkyl;

(f) hydroxy;

(g) amino;

(h) alkylamino;

(i) dialkylamino;

(j) heteroalkyl;

(k) optionally substituted heterocycle;

(l) optionally substituted heterocyclalkyl;

(m) optionally substituted heterocyclalkoxy;

(n) alkylsulfonyl;

(o) aminosulfonyl, mono-alkylaminosulfonyl or di-alkylaminosulfonyl;

(p) heteroalkoxy; and

(q) carboxy;

R^6 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl; and

(d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.